

# ALCHEMIST

Ref.-AL/CS/STX/2016/12

April 19<sup>th</sup>, 2016

The Manager (Department of Corporate Services)  
Bombay Stock Exchange Limited (BSE)  
P.J. Towers, 25<sup>th</sup> Floor, Dalal Street, Fort  
Mumbai- 400001

Scrip Code: 526707

The Manager (Listing Department)  
National Stock Exchange of India Limited (NSE)  
Exchange Plaza, Bandra Kurla Complex  
Bandra (East), Mumbai- 400051

Scrip Code: ALCHEM

## Subject: Notice of Postal Ballot

Dear Sir/Madam,

This is with reference to the outcome of Board Meeting dated April 18, 2016, please find attached herewith copy of Notice of Postal Ballot, along with Postal Ballot Form and instructions for members for voting, for seeking Members' consent through Postal Ballot (Which includes voting by electronic means) in relation to Special Resolution to be passed to transact the special business as mentioned in the Postal ballot notice dated 18.04.2016.

You are requested to take the above information on your records

Thanking you,

Yours faithfully,

**For Alchemist Limited**

  
  
Company Secretary

Encl: a/a

**ALCHEMIST LTD.**

CIN : L72200DL1988PLC192643

Regd. & Head Office : Alchemist House, Building No. 23, Nehru Place, New Delhi - 110 019 Tel. : +91-11-40600800, Fax : +91-11-40600888  
Chd. Office : S.C.O. 12-13, Sector 9-D, Madhya Marg, Chandigarh - 160 009 Tel. : +91-172-2743480-82, 4680000 Fax: +91-172-4680003  
E-mail : investors@alchemist.co.in Website : www.alchemist.co.in



## ALCHEMIST LIMITED

CIN-L72200DL1988PLC192643

Regd. Office: 23, Nehru Place New Delhi-110019

Email- [investors@alchemist.co.in](mailto:investors@alchemist.co.in) Website- [www.alchemist.co.in](http://www.alchemist.co.in)

Phone No. 011-40600800, Fax No. 011-40600888

To,  
The Member,

### **Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014**

Notice is hereby given to the members, pursuant to Section 110 of the Companies Act, 2013 (the "Companies Act", which shall include any statutory modifications, amendments or re-enactments thereto) read with the Companies (Management and Administration) Rules, 2014 as amended time to time (the "Rules", which shall include any statutory modifications, amendments or re-enactments thereto) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for seeking approval of the members by way of special resolution for matter as considered in the Resolution appended below. Section 110 of the Companies Act and the Rules provide for passing of resolution by postal ballot. In terms of said Section of the Companies Act and the Rules, a listed company may, and in case of resolution relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, shall, get any resolution passed by means of postal ballot, instead of transacting the business in general meeting of the Company. Rule 22 of the Rules specify the list of businesses in which resolutions shall be passed only through postal ballot.

The Board of Directors of the Company has proposed to obtain the consent of the members for the matter as considered in the Resolution appended below. Thus, in terms of Section 110 of the Companies Act read with the relevant Rule(s) as also to facilitate wider participation in the approval process by the members residing at different locations it is proposed to obtain their consent by way of postal ballot instead of convening a general meeting of the members. The Resolution is appended below and the Explanatory Statement pursuant to Section 102 of the Companies Act pertaining to the said Resolution setting out material facts and the reasons for the Resolution is also annexed.

In compliance with the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has also extended e-voting facility as an alternate for its members to enable them to cast their votes electronically instead of dispatching Form(s). The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the providing e-voting facility to all its members. Detailed instructions to use the e-voting facility are given in this Notice.

You are requested to peruse the proposed Resolution(s) along with their respective Explanatory Statement and thereafter send your assent or dissent by filling-up the necessary details and putting your signature at the marked place in the Postal Ballot Form and returning the Form duly completed, in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than close of working hours (5:00 p.m.) on 18th May, 2016. Your assent / dissent received after 18th May, 2016 would be strictly treated as if a reply from you has not been received.

#### **Resolution:-**

#### **Item No. 1 - To approve divestment in Material Subsidiary Company**

#### ***To Consider and if thought fit, to give assent or dissent to the following resolution as a Special Resolution:***

**"RESOLVED THAT** pursuant to Regulation 24 read with Regulation 44 of the SEBI (LODR) Regulations, 2015 and further pursuant to the provisions of Section 180(1)(a), Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, amendments or re-enactments thereto) and the Rules made thereunder (collectively the "Act"), and subject to provisions of the Foreign Exchange Management Act, 1999 issued by the Reserve Bank of India (RBI) and the Memorandum and Articles of Association of the Company and subject to requisite approvals including the approval of lenders and all concerned statutory and regulatory authorities and department(s), person or persons, if and to the extent necessary, and such other approvals, permissions and sanctions as may be required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall include a Committee thereof authorized for the purpose) to sell its stake, either in whole or in part, in its subsidiary i.e. Alchemist Foods Limited (AFL), at a price which shall be the fair value of the Company in whole or in tranches or on such terms and conditions and with such modifications as may be required by any of the concern authorities or as the Board of Directors of the Company may deem fit and appropriate in the best interest of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts,

deeds, matters and things including but not limiting to deciding the time when the divestment be done by the Company, the manner of divestment, extent of divestment, other incidental and ancillary activities thereto, determining such other terms and conditions relevant to the divestment, negotiating and finalizing the terms of sale / offer for sale, negotiating, finalizing and executing share purchase agreement(s), by whatever name called, such other agreements, deeds, documents, indemnities, contracts, declarations, undertakings, forms, letters and such other papers as may be necessary, desirable and expedient to be agreed, signed and executed, to determine the final consideration / pricing, to make all such filings and applications for the statutory / regulatory and other approvals as may be required in the matter of divestment / offer for sale and to complete the aforesaid transaction, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to the aforesaid resolution, and to settle any question / query that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**By Order of the Board of Directors  
For Alchemist Limited**

**Pavan Kumar Verma  
Whole time Director  
DIN-00213365**

**Date** : April 18, 2016

**Place** : New Delhi

#### **NOTES**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 forms part of this notice.
2. The Notice is being sent to all the members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on 08th April, 2016.
3. The Voting Rights of the members shall be in proportion to their share in the paid-up equity share capital of the company as on the cut-off date of 08th April, 2016.
4. The Notice is also placed on the website of the Company i.e. [www.alchemist.co.in](http://www.alchemist.co.in) and on the website of Central Depository Services (India) Limited.
5. The Company has appointed Mr. Naveen Shree Pandey (Membership No.-29126 and Certificate of Practice No.10937), Proprietor of NSP and Associates, Company Secretaries, Delhi as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
6. The Scrutinizer will submit his report after completion of the scrutiny and the results of the postal ballot will be displayed at the Registered Office of the Company on or before 21st May, 2016. The results of the postal ballot will also be posted on the Company's website [www.alchemist.co.in](http://www.alchemist.co.in) besides communicating to the stock exchanges on which the shares of the Company are listed.
7. Resolution passed by the members through postal ballot voting facility (including voting through electronic means) shall be deemed to have been passed as if it has been passed at a general meeting of the members held on the date of declaration of result of postal ballot voting process by the Company.
8. Kindly note that Members can opt for only one mode of voting i.e. either by Postal Ballot Form or e-voting. In case of receipt of vote by both the modes, voting through e-voting shall prevail and voting by Postal Ballot Form shall be treated as invalid.
9. Postal Ballot Form and the self-addressed postage pre-paid envelopes are enclosed for use of Member(s).
10. As required by Rule 22 of the Companies (Management and Administration) Rules, 2014, details of dispatch of Notice and Postal Ballot Form to the members will be published in at least one English language and one vernacular language newspaper circulating in Delhi.
11. All documents proposed for approval, (if any), in the above Notice and documents are open for inspection at the Registered Office of the Company between 2:00 p.m. and 5:00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the results of this Postal Ballot.
12. In compliance with Regulation 44 of the SEBI (LODR) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, the Company is pleased to offer the option of e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Service Limited ("CDSL") for facilitating e-voting to enable the members to cast their votes electronically instead of Postal Ballot mode. E-voting is optional for the members. The members who wish to vote by Postal Ballot Form (instead of e-voting) can download Postal Ballot Form from [www.evotingindia.com](http://www.evotingindia.com) or [www.alchemist.co.in](http://www.alchemist.co.in).

**The instructions for shareholders voting are as under:**

#### **Voting through Physical Postal Ballot Form:**

- (i) The Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self-addressed

envelope, so as to reach the Scrutinizer, on or before Wednesday, 18th May, 2016 by 5:00 P.M, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

- (ii) The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. Envelopes containing Postal Ballot Form if deposited in person or sent by courier at the expense of the Members will also be accepted.

**Voting through Electronic Means (e-Voting):**

The instructions for members voting electronically are as under:

- (i) Voting period begins on Tuesday April 19th, 2016 (9:00 A.M.) and ends on Wednesday, May 18th, 2016 (5:00 P.M.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of April 08th, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of the ALCHEMIST LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.



- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the log in password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

### **In respect of Item No.-1**

As the members are aware, the Company is engaged in Agri Business which largely includes floriculture, Steel and Chemicals pharma division comprising the manufacturing and trading.

Alchemist Foods Limited (AFL), which is a subsidiary of the Company, is engaged in the business of foods and food processing. Shares in AFL were acquired by the Company pursuant to the scheme of arrangement with Alchemist Limited. As per the scheme, food division of Alchemist limited had been demerged from the Company and transferred to and vested in Alchemist Foods Limited.

In light of the changing economic scenario and due to increasing competitive environment particularly from the unorganized sector, the Company has decided to focus on its core business and to improve its working capital, so it has been proposed to dispose off the investment of the Company by way of sale of shareholding of the Company in Alchemist Foods Limited (AFL) on such terms and conditions and with such modification as may be required by any of the concerned authorities or as the Board of the Company may deem fit and appropriate in the best interest of the Company. Accordingly, the consent of the Members by way of Special Resolution is being sought to sale/transfer of the investment of the Company in AFL.

The Board of Directors is of the opinion that the proposed sale of the investment in the AFL is in the overall interest of the Company. The proposed Special Resolution provide adequate flexibility and discretion to the Board to finalize the terms of the sale in consultation with the advisors, experts or other authorities as may be required.

Pursuant to Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no company can sell its shareholding in a material subsidiary which would reduce its shareholding to less than 50% without passing a special resolution. Further, members' approval by way of special resolution is also required under the aforesaid Regulation 24 as well as under Section 180(1)(a) of the Companies Act, 2013 in the event of sale or disposal of assets amounting to more than 20% of the value of the material subsidiary or undertaking of the company. Since, Alchemist Foods Limited (AFL) is a 'material subsidiary' and 'undertaking' of the Company, hence approval of members by way of special resolution is required for the proposed transaction.

The Audit Committee in its meeting held on 18th April, 2016 has approved the proposed sale of the investment and recommended the same to the Board. The Board in its meeting held on 18th April, 2016 has approved the proposal of sale of the investment.

The Board recommends the resolution at Item No. 1 of the accompanying notice as Special Resolution. Your approval is sought for the same.

None of the director, key managerial personnel or their relatives are interested, financially or otherwise in the aforesaid resolution.

**By Order of the Board of Directors  
For Alchemist Limited**

**Pavan Kumar Verma  
Whole time Director  
DIN-00213365**

**Date : April 18, 2016  
Place : New Delhi**

# ALCHEMIST

## ALCHEMIST LIMITED

CIN-L72200DL1988PLC192643

Regd. Office: 23, Nehru Place New Delhi-110019

Email- [investors@alchemist.co.in](mailto:investors@alchemist.co.in) Website- [www.alchemist.co.in](http://www.alchemist.co.in)

Phone No. 011-40600800, Fax No. 011-40600888

### POSTAL BALLOT FORM

1.	Name(s) of the Shareholder(s) including Joint-holders, if any (in Block Letters)	
2.	Registered Address of the Sole/First named shareholder	
3.	DPID No. /Client ID No.(*)/ Registered Folio No.	
4.	No. of Shares held	

\* (Applicable to investors holding shares in dematerialized form)

I/We hereby exercise my/our vote in respect of the special resolution to be passed through Postal Ballot for the special business stated in the Postal Ballot Notice of the Company dated 18<sup>th</sup> April, 2016 by sending my/our assent or dissent to the said resolution by placing tick (✓) mark at the appropriate box below.

Item No.	Description	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	To approve divestment in Material Subsidiary Company			

Place : .....

Date : .....

(Signature of the Shareholder)

### ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	SEQUENCE NO.

**Note: Please read carefully the instructions printed overleaf before exercising the vote.**

## NOTES / INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage prepaid envelope. However, envelopes containing postal ballots, if deposited in person, or sent by courier at the expense of the member will also be accepted. Members also have the option of casting their votes through electronic means. Such members may log on [www.evotingindia.com](http://www.evotingindia.com) and cast their vote, instructions for which are specified in detail in the Notice. The voting period begins on Tuesday, April 19<sup>th</sup>, 2016 (9:00 A.M.) and ends on Wednesday, May 18<sup>th</sup>, 2016 (5:00 P.M.). The e-voting module shall also be disabled by CDSL for voting thereafter. Voting through any other form or photocopy of the postal ballot form will not be considered valid.
2. This Postal Ballot Form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited/ Central Depository Service (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form respectively) by the first named member and in his absence, by the next named member.
3. Postal Ballot Form which are incomplete or unsigned or un-ticked or defective in any other manner are liable to be rejected.
4. The Scrutinizer's decision on the validity of Postal Ballot shall be final.
5. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours at 5:00 p.m. on Wednesday, May 18<sup>th</sup>, 2016. Postal Ballot Forms received after this date will be strictly treated as if the reply from such member has not been received.
6. Voting Rights with one vote per share shall be reckoned on the paid-up value of shares registered in the name of the member as on April 08<sup>th</sup>, 2016.
7. In case of shares held by Companies, trust, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authority and preferably with attested specimen signature(s) of duly authorized signatory giving requisite authority to the person voting on the Postal Ballot Form. In case of the Postal Ballot Form is signed by the holder of power of attorney for and on behalf of a member of the Company must be accompanied by the copy of Power of Attorney duly certified by Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorized to use the seal of his office. If the same is already registered with the Company, please quote the Registration no. beneath the signature.
8. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at point no. 5 above.
9. Members may also note that the Notice of Postal Ballot will also be available on the Company's website i.e. [www.alchemist.co.in](http://www.alchemist.co.in) for their downloading.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. The Scrutinizer will submit his report after completion of the scrutiny and the results of the postal ballot will be displayed at the Registered Office of the Company on or before May 21<sup>st</sup>, 2016. The results of the postal ballot will also be posted on the Company's website [www.alchemist.co.in](http://www.alchemist.co.in) besides communicating to the stock exchanges on which the shares of the Company are listed.